

RECEIVED

OCT 12 2007

ARTICLES OF AMENDMENT

of the

Utah Div. Of Corp. & Comm. Code

ARTICLES OF INCORPORATION

of

**PROPAY USA, INC.,
a Utah Corporation**

(which is changing its name hereby to
PROPAY, INC.)

Pursuant to the provisions of the Utah Revised Business Corporation Act, as amended (the "Act"), the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation prior to the effectiveness of the filing of these Articles of Amendment is ProPay USA, Inc. Upon the filing of these Articles of Amendment, the name of the corporation will be changed to ProPay, Inc.
2. Article I of the Articles of Incorporation of the corporation is hereby amended to read in its entirety as follows:

ARTICLE I - NAME

The name of the Corporation is ProPay, Inc."

3. The foregoing amendment to the Articles of Incorporation does not provide for any exchange, reclassification or cancellation of issued shares.
4. The amendment to the Articles of Incorporation set forth above was adopted by the shareholders of the corporation at a special meeting of the shareholders of the corporation held on September 25, 2007 (the "Special Meeting") in accordance with the requirements of the Act.

5. Upon the adoption of the foregoing amendment to the Articles of Incorporation, the corporation had two (2) classes of shares outstanding, designated as Preferred Stock, (No Par Value), of which 944,000 shares were outstanding, and Common Stock, (No Par Value), of which 15,581,878 shares were outstanding. For purposes of adopting the foregoing amendment to the Articles of Incorporation, the holders of outstanding shares of Preferred Stock and Common Stock voted together as a single voting group.

10-12-07P01:39 RCVD

RO

Date: 10/12/2007
Receipt Number: 2287180
Amount Paid: \$37.00

6. The outstanding shares of Preferred Stock and Common Stock were each entitled to one (1) vote per share on the amendment. The total number of votes indisputably represented at the Special Meeting with respect to approval of the amendment by the holders of the Preferred Stock and Common Stock was 11,768,877. The number of shares voted in favor of the amendment was 11,768,877. The number of votes cast for the amendment by the holders of the Preferred Stock and Common Stock was sufficient for approval of the amendment.

IN WITNESS WHEREOF, these Articles of Amendment are hereby executed, effective as of the 9th day of October, 2007.

PROPAY USA, INC.

(which is changing its name hereby to
PROPAY, INC.)

By: Gary Goodrich

Name: Gary Goodrich

Title: President and CEO

**ARTICLE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF PROPAY USA, INC.,
AMENDING AND REVISING THE CORPORATE ENTITY
DESIGNATION OF PROPAY USA, INC.**

ProPay USA, Inc. a Utah corporation (hereinafter referred to as the "Corporation"), acting pursuant to Sections 16-10a-602 and 16-10a-1002 of the Utah Revised Business Corporation Act (hereinafter referred to as the "Act"), does hereby adopt and submit the following Article of Amendment to its Articles of Incorporation, as previously amended and restated, for the purpose of amending and revising the corporate entity designation of ProPay USA, Inc.:

1. The name of this Corporation is ProPay USA, Inc.
2. A new Article I shall hereby amend, replace and serve in lieu of Article I of the Corporation's Articles of Incorporation, as previously in effect, to read in its entirety as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be: ProPay, Inc.

IN WITNESS WHEREOF, this Article of Amendment is hereby executed,
effective as of the 23 day of May, 2006.

PROPAY USA, INC.

By: Chris Jensen
Chris Jensen

Title: Secretary